

SIMPSON THACHER & BARTLETT

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NEW YORK, N.Y. 10022

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RECORDATION NO.

12317-A  
OCT 28 1980-10 10 AM

WASHINGTON OFFICE:

1666 K STREET, N.W.

WASHINGTON, D.C. 20006

INTERSTATE COMMERCE COMMISSION

FEDERAL EXPRESS

October 24, 1980

The Honorable Agatha Mergenovich  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Room 2215  
Washington, D.C. 20423

Re: Bill of Sale, dated October 8, 1980,  
executed by FFC Boston Leasing Corpo-  
ration to The Pittsburgh and Lake Erie  
Railroad Company

Dear Madam Secretary:

Pursuant to 49 U.S.C. §11303 and the Commission's  
rules and regulations thereunder, as amended, I enclose here-  
with on behalf of Manufacturers Hanover Trust Company for  
filing and recordation counterparts of the following document:

0-302A048

No. 7

OCT 28 1980

Date.....

Fee \$ 50.00

Bill of Sale, dated October 8, 1980, executed  
by FFC Boston Leasing Corporation, as agent for  
certain banks parties to a Participation and Agency  
Agreement, in favor of The Pittsburgh and Lake Erie  
Railroad Company, conveying equipment described in  
Schedule I annexed to said Bill of Sale.

ICC Washington, D. C.

The names and addresses of the parties to the  
aforesaid Bill of Sale are as follows:

Grantor:

FFC Boston Leasing Corporation, as Agent  
100 Federal Street  
Boston, Massachusetts 02110

Grantee:

The Pittsburgh and Lake Erie Railroad Company  
Pittsburgh and Lake Erie Terminal Building  
Pittsburgh, Pennsylvania

The Honorable Agatha Mergenovich

-2-

October 24, 1980\

Re: Bill of Sale by FFC Boston  
Leasing Corp. to The  
Pittsburgh and Lake Erie  
Railroad Company

Please file and record the document referred to in this letter with a Security Agreement in favor of Manufacturers Hanover Trust Company, filed with the Commission on October 16, 1980 at 3:15 p.m. (recordation number 12317), and index such document under the names of the Grantor and Grantee set forth above. ✓

The equipment covered by the aforementioned Bill of Sale consists of all the equipment described in Schedule I attached to the Bill of Sale.

Enclosed is a money order in the amount of \$50.00 for the required recordation fee. Please accept one copy for recordation of the Bill of Sale and stamp the additional copy with your recordation number and return it to the undersigned in the enclosed envelope along with your fee receipt addressed to the undersigned. Thank you for your consideration in this matter.

Sincerely yours,

*Patricia C. Connor*

Patricia C. Connor

PCC:SA  
Enclosures

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**11/4/80**

**OFFICE OF THE SECRETARY**

**Patricia C. Connor  
Simpson, Thacher & Bartlett  
One Battery Park Plaza  
New York, N.Y. 10004**

Dear

**Ms. Connor;**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **10/28/80** at **10:10am**, and assigned recordation number(s). **12317-A**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

SE-30  
(7/79)

RECORDATION 12317-A Filed 1425

OCT 28 1980-10 10 AM

STATE OF NEW YORK )  
 ) ss:  
COUNTY OF NEW YORK )

INTERSTATE COMMERCE COMMISSION

I, PATRICIA C. CONNOR, a member of the Bar of the State of New York hereby certify that I have compared the attached copy of the Bill of Sale executed by FFC Boston Leasing Corporation, as Agent, in favor of The Pittsburgh and Lake Erie Railroad Company, dated October 8, 1980, and that the attached copy is a true copy of the original aforesaid Bill of Sale.

Patricia C. Connor  
PATRICIA C. CONNOR

Subscribed and sworn to before me on the 24th day of October, 1980.

Frances J. Scarano  
Notary Public

My commission expires on the 30<sup>th</sup> day of March,

1982.

FRANCES J. SCARANO  
Notary Public, State of New York  
No. 41-8781220 Queens County  
Certificate filed in New York County  
Term Expires March 30, 1982

FFC BOSTON LEASING CORPORATION, a Massachusetts corporation, not in its individual capacity, but solely as agent (hereinafter called the Agent) for The First National Bank of Boston, Continental Illinois National Bank and Trust Company of Chicago, Manufacturers Hanover Trust Company, Pittsburgh National Bank and Equibank (collectively, the Banks) under a Participation and Agency Agreement dated as of May 15, 1979 among the Agent, The Pittsburgh and Lake Erie Railroad Company, Pittsburgh and Lake Erie Company and the Banks, in consideration of the sum of One Dollar (\$1) and other good and valuable consideration paid by The Pittsburgh and Lake Erie Railroad Company (hereinafter called the Vendee), does hereby, without warranty of any kind whatsoever, grant, bargain, sell, transfer and set over unto the Vendee, its successors and assigns, all of its right, title and interest in and to those certain items of railroad rolling stock (the "Equipment") as more particularly described in Schedule I attached hereto, said Equipment being a portion of the equipment covered under that certain Equipment Lease dated August 30, 1979 between the Agent and Vendee and recorded with the Interstate Commerce Commission on August 30, 1979 under Recordation No. 10775.

IN WITNESS WHEREOF, the Agent has caused this instrument to be executed in its name by a duly authorized officer and its corporate seal to be duly attested, this 8th day of October, 1980, as of four o'clock, P.M. EST.

FFC Boston Leasing Corporation  
not in its individual capacity,  
but solely as Agent under the  
aforesaid Participation and  
Agency Agreement

By 

Title: Treasurer

ATTEST:

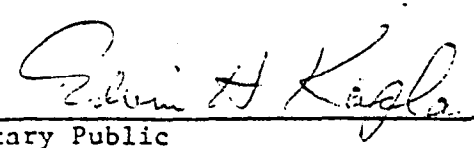


Title: Assistant Treasurer

(SEAL)

Commonwealth of Massachusetts )  
County of Suffolk )

On this 14 day of October, 1980, before me personally appeared Gerald G. Cooney, to me personally known, who, being by me duly sworn, says that he is an authorized officer of FFC Boston Leasing Corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

(Seal)

My Commission expires: 3/19/82